



2020 Annual Meeting of Stockholders Rules of Conduct

Welcome to the Roku, Inc. 2020 Annual Meeting of Stockholders.

Because this is a meeting of our stockholders, only Stockholders as of the close of business on the record date of April 16, 2020 may submit questions and vote while attending this meeting via the Internet. Stockholders will need their 16-digit voting control number provided with their proxy materials to demonstrate proof of stock ownership. In fairness to all Stockholders attending the meeting and in the interest of having a fair, informative, orderly and constructive meeting, the following procedures will apply:

General

- The business of the meeting will be taken up in the order set forth in the Notice of Annual Meeting of Stockholders and as shown in the Agenda, which is included below. When an item or proposal is before the meeting for consideration, questions and comments should be confined to that item.
- Recording of the meeting is prohibited. A replay of the meeting will be available via webcast on our corporate website for the 30 days following the date of the Annual Meeting at ir.roku.com.
- The Chairman of the meeting has the authority necessary to preside over the meeting and may make any and all determinations with respect to the conduct of the meeting and procedures to be followed during the meeting.

Stockholder questions

- We welcome questions from our Stockholders that are germane to the meeting and the items presented. Stockholders who have logged into the meeting and have entered their voting control number may submit appropriate questions during the meeting by typing the questions into the web portal at our meeting site.
- Certain questions provided in advance of the meeting will be answered at relevant times during the meeting, and other questions relevant to the proceedings today will be answered following the formal part of the meeting.
- We kindly request that Stockholders limit their questions to one topic per question and to one question per Stockholder.
- Questions from Stockholders will be grouped by topic and one representative question will be read aloud before the appropriate Roku individuals answer as time permits.

- Again, only those questions that are appropriate for discussion at the meeting will be addressed. Roku does not intend to address any questions that are, among other things:
 - Irrelevant to our business;
 - Irrelevant to the business of the annual meeting;
 - Related to material nonpublic information about us;
 - Related to personal grievances or in bad taste;
 - Repetitious;
 - In furtherance of the Stockholder's personal or business interests; or
 - Out of order or otherwise not suitable for the conduct of the annual meeting as determined by the Chairman or the Corporate Secretary in their judgment.
- Any appropriate questions not addressed during the meeting may, at our discretion, be answered either through direct communication with the Stockholder who submitted the question or through responses made available on our website.
- If there are any matters of individual concern to a Stockholder and not of general concern to all Stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the annual meeting by contacting our Investor Relations Department with an electronic mail message to ir@roku.com.

**THE FAILURE TO OBSERVE THESE RULES OF CONDUCT WILL BE A BASIS FOR
REMOVAL FROM THE MEETING.**

Thank you for your cooperation and continue support of Roku.



2020 Annual Meeting of Stockholders Agenda

Wednesday, June 10, 2020, 9:00 a.m. Pacific Time

A. INTRODUCTIONS AND CALL THE MEETING TO ORDER

1. Introductions
2. Order of Business and Virtual Meeting Logistics
3. Proof of Notice of Meeting
4. Appointment of Inspector of Election
5. Existence of Quorum

B. PROPOSALS AND DISCUSSION

1. Proposal No. 1 – Election of one Class I director to hold office until Roku's 2021 annual meeting of stockholders.
2. Proposal No. 2 – Election of two Class III directors to hold office until Roku's 2023 annual meeting of stockholders.
3. Proposal No. 3 – Approval, on an advisory basis, of the compensation of Roku's Named Executive Officers, as described in the proxy statement.
4. Proposal No. 4 – Ratification of the selection of Deloitte & Touche LLP as Roku's independent registered public accounting firm for the year ending December 31, 2020.

C. VOTING

1. Voting on Proposals
2. Closing of Polls

D. RESULTS OF VOTING

E. CONCLUSION OF FORMAL PORTION OF MEETING

F. QUESTIONS